

CONSTITUTION  
(revised July 2011)

ARTICLE I  
NAME

The name of this corporation shall be The Green Bay Strikers Incorporated.

ARTICLE II  
PURPOSE

Sec. 1.

The purpose of this corporation shall be exclusively for the educational purposes within the meaning of Section 501 C (3) of the Internal Revenue code, to operate and conduct an educational soccer program for all area children to teach them the fundamentals of soccer, sportsmanship, and team play.

Sec. 2.

The corporation shall not engage in any activities which are inconsistent to or not in furtherance of its educational purpose within the meaning of Section 501 C (3) of the Internal Revenue code.

Sec. 3.

In the event of dissolution of the corporation, its assets shall be returned to SAY.

ARTICLE III  
HEADQUARTERS

The headquarters of this corporation shall be in the State of Wisconsin and the County of Brown.

ARTICLE IV  
AFFILIATION

This corporation shall be associated with S.A.Y. (Soccer Association For Youth) and shall remain affiliated so long as the purpose of that association is consistent with and does not prevent this corporation from fulfilling its purpose as stated in Article II.

ARTICLE V  
MEMBERSHIP

Sec. 1. (Classes)

The membership of this corporation shall consist of three classes of membership. These are Serving Members, Associate Members and Honorary Members,

Sec. 2. (Serving Members)

Each member of the Board of Directors shall be a Serving Member during his/her term in office. The Board of Directors may elect other persons to be Serving Members.

Sec. 3. (Associate Members)

Each Head Coach of this corporation shall be an Associate Member of the corporation. The Board of Directors may elect other persons as Associate Members.

Sec. 4. (Honorary Members)

Honorary Members may be elected by the Board of Directors.

Sec. 5. (Annual Meeting)

The annual meeting of the members shall be held prior to October 1 in each year at such time or place as designated by the Board of Directors in the notice of such meeting, for the purpose of electing Directors and for the transaction of such business as may come before the meeting. If the election of Directors is not held when designated for the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. The new Board of Directors shall take office at the meeting following their election to the board.

Sec. 6. (Special Meetings)

Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute, may be called by the Board of Directors, or by members having the majority of the votes entitled to be cast at such a meeting. When calling a special meeting of the members, the Board of Directors or Chairman of the Board may designate any place, as the place of such a meeting. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the voting members represented thereat.

Sec. 7.

Written notice stating the day, place and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than thirty days before the date of the meeting either personally, by mail, or by e-mail, by or at the direction of the Chairman of the Board or Secretary, to each member of the corporation entitled to vote thereat. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Sec. 8. (Quorum)

A quorum shall consist of at least 35% of the serving and associate members present in person or represented by proxy at a meeting of the members. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law. If less than a quorum of voting members are present or represented at a meeting, a majority of voting

members present or represented may adjourn the meeting at any time without further notice.

Sec 9. (Proxies)

At the meetings of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Sec 10. (Voting)

Each Serving and Associate Member shall have one vote. Honorary Members shall not have a vote but shall be entitled to attend and participate at all meetings of the corporation. Each Serving or Associate Member may vote in person or by proxy. The Board of Directors may terminate with or without cause, the membership of any member. Any Serving Member whose membership is derived solely by virtue of being a Director or Officer shall cease to be a member when he/she shall cease to be a Director or Officer.

ARTICLE VI  
BOARD OF DIRECTORS

Sec. 1. (Members)

The control and management of the officers of the corporation shall be vested in the Board of Directors. Each Director shall hold office until the next annual meeting of the members, or until his/her death, or until he/she shall resign, or have been removed in the manner hereinafter provided.

Sec. 2. (Removal)

Any Director may be removed with or without cause by a majority vote, at any meeting of the Board of Directors then in office, whereupon he/she shall forthwith cease to hold office as a Director.

Sec. 3. (Vacancies)

The Board of Directors shall have the power to fill any vacancies on the Board of Directors for the duration of the unexpired term of the vacating director.

Sec. 4. (Regular Meetings)

The regular meeting of the Board of Directors shall be held without other notice than by resolution of the Board of Directors and/or principle officers which shall provide the time and place for holding such regular meetings.

Sec. 5. (Special Meetings)

Special meetings of the Board of Directors shall be called by the President at the request of the majority of the Directors.

Sec. 6. (Notice)

Notice of any special meeting, specifying the business to be transacted thereat, shall be given by oral or written notice delivered personally, mailed, or e-mailed to each Director and Officer at least three days prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed, with postage thereon prepaid. Any Director or Officer may waive notice of any meeting. The attendance of a Director or Officer at a meeting shall constitute a waiver of notice of such meeting except where a Director or Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Sec. 7. (Quorum)

At least 35% of the Directors and Officers present or represented by proxy at any meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless the act of a greater number is required by the Wisconsin Nonstock Corporation law, or constitution or by-laws of the corporation. If less than a quorum of voting members are present or represented at a meeting, a majority of voting members present or represented may adjourn the meeting at any time without further notice.

Sec. 8. (Proxies)

At any meeting of the Directors or Officers, a Director entitled to vote may vote by proxy executed in writing by the Director or Officer or by his authorized attorney-in-fact. No proxy shall be valid after sixty days from the date of its execution, unless otherwise provided in the proxy.

Sec. 9. (Voting)

Each Director or Officer shall have one vote at any meeting of the Board of Directors and Officers. The Director or Officer may vote in person or by proxy. No person shall have more than one vote.

## ARTICLE VII OFFICERS

Sec. 1. (Number)

The Executive Officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. Their duties and responsibilities are to be provided in the By-Laws. Such other Officers and Assistant Officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

Sec. 2. (Election and Term of Offices)

The Officers of the corporation shall be elected annually at the second meeting of the Board of Directors held after September 1<sup>st</sup> of each year. If the election of Officers is not held at such meeting, it shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his/her successor shall have been duly elected, or until his/her death, resignation or removal.

Sec. 3 (Removal)

Any Officer elected or appointed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served, may remove an Officer by a majority vote of all the members present or represented by proxy at a legally called meeting of the Board of Directors.

Sec. 4. (Vacancies)

A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII  
ADMINISTRATION

Sec. 1 (Contracts)

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or the Vice-President and by the Secretary, and the Treasurer. The Secretary when necessary or required, shall affix the corporate seal thereto, and when so executed no other party to such instrument or any other third party shall be required to make any inquiry into the authority of the Signing Officer or Officers.

Sec. 2. (Loans)

No indebtedness for borrowed monies shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in the name of the corporation unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Sec. 3. (Checks, Drafts, etc)

All checks, drafts or other orders for the payment of monies, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents, of the corporation and in such a manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Sec. 4. (Deposits)

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Sec. 5. (Fees)

The Board of Directors may establish and authorize the Treasurer to collect fees from users of the corporation's services.

Sec. 6. (Contributions)

The Board of Directors may accept gifts and bequests and may authorize the corporation to engage in other fund raising activities which are consistent with its purpose.

ARTICLE IX  
SUSPENSION OF RULES

The suspension of rules will be in accordance with Robert's Rules of Order.

ARTICLE X  
FISCAL YEAR

The fiscal year of this corporation shall be from January 1 to December 31 of that same year.

ARTICLE XI  
AMENDMENTS

Amendments to this constitution may be made at the annual meeting of the members or any special meeting of the members. Amendments to this constitution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy.